

Trademark

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

REG. NO.: 2572410
REG. DT.: 05/21/2002
S/N 78/039333



78-039333

TYPED DRAWING

AMERICA'S FAVORITE COOKIE
PRINCIPAL
LAW OFFICE 102

78-039333 +

Karla Perkins

ATTORNEY ADVISOR:

FILING DATE
December 14, 2000
ORIGINAL APPLICANT
Nabisco Brands Company
GOODS/SERVICES (CLASS 030)
cookies
FILING BASIS
FIRST USE
ORIGINAL CORRESPONDENT
Kathleen J. Gallagher, Esq.

Approved for Publication (Principal Register) (Signature/Date)		NOA	
Approved for Registration (Section 1(6)) (Signature/Date)		NOP	
Approved for Registration (Supplemental Register) (Signature/Date)		Abandoned <input type="checkbox"/>	

K. Perkins
1/23/02

Trademark

78039333



NEW CASE DELIVERED

MAY - 8 2001

LAW OFFICE 102

PROSECUTION HISTORY

Initials

Date

Entry

MAY 21 2001

1.	<i>Smith, E. & Co., Inc.</i>		
2.	<i>11-19-01</i>	JAN 22 2002	<i>Ver</i>
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☐ See inside of file for additional entries.

*** User: kperkins ***

#	Total Marks	Dead Marks	Live Viewed Docs	Live Viewed Images	Status/ Search Duration	Search
01	31251	N/A	0	0	0:01	*meri{"ck",*[bi,ti]
02	1147	N/A	0	0	0:01	*fav*[bi,ti]
03	3789	N/A	0	0	0:01	*cook*[bi,ti]
04	1464583	N/A	0	0	0:04	dead[ld]
05	158	0	158	158	0:01	1 and (2 or 3) not 4
06	6	0	6	6	0:02	2 and 3 not 4

Session started 5/8/01 5:52:22 PM
Session finished 5/8/01 5:57:01 PM
Total search duration 0:10 minutes
Session Duration 4:39 minutes
Default NEAR limit= 1 ADJ limit= 1

Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 2,572,410
Registered May 21, 2002

United States Patent and Trademark Office

TRADEMARK
SUPPLEMENTAL REGISTER

AMERICA'S FAVORITE COOKIE

NABISCO BRANDS COMPANY (DELAWARE
CORPORATION)
1105 NORTH MARKET STREET, SUITE 803
WILMINGTON, DE 19801
SER. NO. 78-039,333, FILED P.R. 12-14-2000; AM.
S.P. 11-9-2001.
FOR: COOKIES, IN CLASS 30 (U.S. CL. 46).
OWNER OF U.S. REG. NO. 2,149,887.
FIRST USE 2-1-1998; IN COMMERCE 2-1-1998.
KARLA PERKINS, EXAMINING ATTORNEY

Serial/Registration Number: 78/639333 Date: 1-23-02
 Requested by: _____ Employee No.: _____
 Signature: Quanta Shanks Office: 112
 Phone: _____

FEE CODE	REQUEST AMOUNT	CLASS	DESCRIPTION of TRADEMARK PROCESSING FEES	FEE INCREASE as of 1/10/2000
361	\$		Application for Registration, per class	\$245
362		1	Amendment, o Allege Use under §1(c), per class	\$325*
363			Statement of Use under §1(d)(1), per class	\$100
364			Extension of Time to file a Statement of Use under §1(d)(1), per class	\$100
365			Application for Renewal under §9, per class	\$100
366			Additional Fee for late Renewal under §9, per class	\$100
367			Publication of mark under §13c, per class	\$300
368			Issuing a New Certificate of Registration, per class	\$100
369			Certificate of Correction, per registration	\$100
370			Disclaimer to Registration, per registration	\$100
371			Amendment to Registration, per registration	\$100
372			Section 8 Affidavit, per class	\$100
373			Section 15 Affidavit, per class	\$100
374			Section 8 & 15 Affidavit combined request, per class	\$200*
375			Petition to Commissioner	\$100
376			Petition for Cancellation, per class	\$100
377			Notice of Opposition, per class	\$200
378			Ex Parte Appeal, per class	\$200
379			Request to Divide an Application, per new application file created	\$100
380			Correcting a Deficiency in a Renewal Application	\$100
381			Filing a Section 8 during the Grace Period, per class	\$100
382			Correcting a Deficiency in a Section 8 Affidavit	\$100
			FASTENER QUALITY ACT	
			RECORDAL FEES	
			Application fee for recordal of insignia, per request	\$20
			Renewal of insignia recordal, per request	\$20
			Surcharge for late renewal of insignia recordal, per request	\$20
			Processing Returned Checks (service charge - bounced checks)	\$50

\$ _____ Total Amount ☐ Charge ☐ Refund ☐ Correction
 Explanation for Charge/Refund/Correction: _____

☐ Incomplete Application/Request ☐ Early/Late Filed Request
☐ Overpayment ☐ Add Additional Classes
☐ Fee is not Required ☐ Change Fee Code _____ to Fee Code _____
☐ Refund to be processed by Treasury Check to: _____
 (Correspondence Address)

Authorized Deposit Account Name: _____
 Deposit Account No: 11-1650 ☒ Charge ☐ Refund ☐ Correction
 Finance Processing Completed by: _____
 RAS/Operator _____ Date: _____

Supplies Form PTO 1573 Revised 11/02/00

102
TRADEMARK LAW OFFICE 102
Serial Number: 78/039333
Mark: AMERICA'S FAVORITE COOKIE
Please Place on Upper Right Corner
of Response to Office Action ONLY

7453-72139

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Kraft Foods Holdings, Inc.)
Mark: AMERICA'S FAVORITE COOKIE)
Appl. No: 78/039333)
Filed: December 14, 2000)
Karla Perkins, Trademark Examining)
Attorney, Law Office 102)
I hereby certify that this paper is being deposited with)
the United States Postal Service as first class mail in an)
envelope addressed to:)
Assistant Commissioner for Trademarks, 2900 Crystal)
Drive, Arlington, VA 22202-3513 on this date,)
11/16/01)
DATE)
Attorney for Applicant(s))



11-19-2001
U.S. Patent & Trademark Mail Room, DC #70

RESPONSE

This is the response of the Applicant, Kraft Foods Holdings, Inc., to the Office Action dated May 21, 2001. The Applicant is the successor in interest by way of merger. A copy of this merger document is attached as Exhibit A.

AMENDMENTS

The Applicant amends the application to assert ownership in a related registration as follows:

✓ The Applicant is the owner of Registration No.: 2149887.

The Applicant further amends the Application so that on page one please delete "Principal Register" and substitute "Supplemental Register" therefor.

As these amendments substantially conform to the requests of the Examining

Attorney, the Applicant respectfully requests that these amendments be accepted.

01/23/2002 MAIL ROOM 00000033 111650 78/039333
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REMARKS

While the applicant disputes the descriptiveness of the mark, it is willing to accept registration on the Supplemental Register. Eligibility to register on the Supplemental Register requires that an Amendment to Allege Use be submitted. Such an Amendment was submitted on November 16, 2001, a copy of which is attached as Exhibit B. It is also noted that under the provisions of TMEP § 1114.05 acceptance of registration on the Supplemental Register by the Applicant is not an admission that the mark does not have acquired distinctiveness.

The Applicant has complied with all of the outstanding requirements of the Examining Attorney as specified in the Office Action.

NO CONFLICTING MARKS NOTED

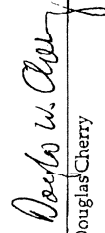
The Applicant acknowledges that the Examining Attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under the Trademark Act Section 2(d).

CONCLUSION

The Applicant respectfully requests that the amendments be accepted and that the application be approved for publication on the Supplemental Register.

November 16, 2001

Respectfully submitted,


Douglas W. Cherry

FITCH, EVEN, TABIN & FLANNERY
ATTORNEYS AND COUNSELLORS AT LAW

Established in 1859

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CHICAGO, ILLINOIS 60603-3406
TELEPHONE (312) 577-7000
FACSIMILE (312) 577-7007

CALIFORNIA OFFICE
SUITE 510 - 4250 EXECUTIVE SQUARE
SAN DIEGO, CALIFORNIA 92131-9105
TELEPHONE (619) 582-1311

WASHINGTON, D.C. OFFICE
SUITE 401L - 1801 K STREET, NW
WASHINGTON, D.C. 20006-1201
TELEPHONE (202) 497-7000

November 6, 2001

Hon. Commissioner of Patents
and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recording of Certificate of Merger
Our File Nos.: 7453-72139, 7454-72140, 7455-72141, 7455-72335, 7456-72142, 7457-72143, 7458-72144, 7459-72145


Honorable Sir:

Please record the enclosed Certificate of Merger from Nabisco Brands Company, a Delaware Corporation, to Kraft Foods Holdings, Inc., a Delaware Corporation, covering the trademark applications and registrations on the attached list.

In connection with the above-identified Certificate of Merger, the Commissioner is hereby authorized to charge the \$4515 fee, and any additional fees, required in this proceeding during its entire pendency to Deposit Account No. 11-1650.

Please return the Assignment to us as soon as it has been recorded.

Respectfully Submitted,

By: 
Joseph T. Nabor

JTN:gjm
Enclosures

BRUCE B. MANFIELD
SHERRI M. BLOUNT
RICHARD I. VAVREZNIK*
JAMES E. HARRIS
KATHLEEN A. RANNEY
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JAMES E. HARRIS
RUDY KRAZ
RAMON R. POCH*
JOHN E. LYNDS
PATENT AGENTS
ERIC J. WHITESELL
JAMES E. HARRIS
JONATHAN C. KENYON
LILIA I. SAFONOV
OF COUNSEL
THOMAS F. LEBENS*
*NOT ADMITTED TO ILLINOIS BAR

EXHIBIT A

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type	Conveyance Type
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Submission Type		Conveyance Type		Effective Date	
				Month	Day
<input checked="" type="checkbox"/> [X]	New			07	29
<input type="checkbox"/> []	Resubmission (Non-Retractation)	<input type="checkbox"/> []	Assignment		
	Document ID # _____	<input type="checkbox"/> []	License		
<input type="checkbox"/> []	Correction of PTO Error	<input type="checkbox"/> []	Security Agreement		
	Reel # _____	<input checked="" type="checkbox"/> [X]	Merger		
	Frame # _____				
<input type="checkbox"/> []	Corrective Document	<input type="checkbox"/> []	Change of Name		
	Reel # _____	<input type="checkbox"/> []	Other _____		
	Frame # _____				

[illegible]

Name	Execution Date		
	Month	Day	Year
Nabisco Brands Company	07	27	01

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
☐ Other _____

☒ [X] Citizenship/State of Incorporation/Organization Delaware ☐ [] Mark if additional names of receiving parties attached.

Name Kraft Foods Holdings, Inc.

DBA/ AKA/ TA

Composed of

Address (line 1) Three Lakes Drive

Address (line 2)

Address (line 3) Northfield Illinois 60093
City State Zip Code


☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an assignment of a domestic representative should be a signed document from assignment.

[X] Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20531 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-1027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-1027. Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

FORM PTO-1038B Expires 06/30/99 OMB 0661-0027		Page 2		U.S. Department of Commerce Patent and Trademark Office TRADEMARK	
Domestic Representative Name and Address				Enter for the first receiving party only.	
Name					
Address (line 1)					
Address (line 2)					
Address (line 4)					
Correspondent Name and Address					
Area Code and Telephone Number				312-577-7000	
Name				Joseph T. Nabor	
Address (line 1)				Fitch, Even, Tabin & Flannery	
Address (line 2)				120 South LaSalle Street, Suite 1600	
Address (line 4)				Chicago, Illinois 60603	
Pages				Enter the total number of pages of the attached conveyance document including any attachments. # 11	
Trademark Application Number(s) or Registration Number(s) [X] Mark if additional numbers attached. <small>Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers to the same property).</small>					
Trademark Application Number(s)		Attached List A		Attached List B	
Registration Number(s)					
Number of Properties				Enter the total number of properties involved. # 180	
Fee Amount				Fee Amount for Properties Listed (37 CFR 3.41): \$ 4515.00	
Method of Payment:				Enclosed [] Deposit Account [X] <small>(Enter for payment by deposit account or if additional fees can be charged to the account.)</small>	
Deposit Account Number:				# 11-1650	
Authorization to charge additional fees:				Yes [X] No []	

Statement and Signature	
<i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.</i>	
Joseph T. Nabor Name of Person Signing	 Signature
	11/06/01 Date Signed

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF

"KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1275085

DATE: 08-02-01

3123106 8:00M

010375837

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FIDELITY 30 PH 07/27/2001
01307559 - 3.23106

CERTIFICATE OF MERGER

OF

NABISCO BRANDS COMPANY,

NABISCO MUSIC VENTURES, INC. AND

NABISCO MUSIC PUBLISHERS, INC.

INTO

KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the

General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein certified are:

- (a) Nabisco Brands Company, which is incorporated under the laws of the State of Delaware;
- (b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the State of Delaware;
- (c) Nabisco Music Publishers, Inc., which is incorporated under the laws of the State of Delaware; and
- (d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kraft Foods Holdings, Inc.

CHIDOKS-2002114-1

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: July 27, 2001

KRAFT FOODS HOLDINGS, INC.

By /s/ Robert L. Herst
Name: Robert L. Herst
Title: Vice President

PENDING APPLICATIONS

SCHEDULE A

App No	Reg No	Filed	Trademark
74554574		23-Aug-94	TANGY FRUITS
75303397		19-May-97	RELAX GO NUTS
75323531		17-Jul-97	GO NUTS
75339388		11-Aug-97	FAMOUS
75425177		29-Jan-98	JUICEPS
75425105		29-Jan-98	BREAT-H SAVERS INTENSE MINT-MINTS
75435137		17-Feb-98	SIDEWINDERS
75477261		30-Apr-98	BREAT-H SAVERS LONGEST KISS CHALLENGE
75477262		30-Apr-98	BREAT-H SAVERS THE WORLD'S LONGEST KISS CHALLENGE
75481469		8-May-98	SMART
75503396		16-Jun-98	ROCK & SKATE
75510470		26-Jun-98	SIDEWINDERS SIDE EY SIDE
75518009		9-Jul-98	GUMMIDUO HEARTS
75524697		20-Jul-98	MISTER SALT Character Device
75568621		2-Nov-98	COOKIE MALLOWS
75597219		30-Nov-98	PACKS2 GO!
75613140		30-Dec-98	SUPERFUDGE BLAST
75618027		5-Jan-99	COOKIE TV
75639111		12-Feb-99	SO CUTE YOU COULD EAT 'EM UP
75642060		17-Feb-99	STRIPED SHORTBREAD
75644382		18-Feb-99	100% REAL CHEESE TASTE EXPLOSION
75655159		8-Mar-99	SNACKN' MALLOWS
75655168		8-Mar-99	SNACKN' MALLOWS
75679072		9-Apr-99	MOMENTABLE MOMENTS
75702709		11-May-99	TO YOUR HEALTH!
75707659		11-May-99	HOT DCGZ
75708157		17-May-99	LIFE SAVER
75733635		22-Jun-99	SEASONUTS
75751666		15-Jul-99	KIDS SPOT
75751798		15-Jul-99	KIDS SPOT
75754513		16-Jul-99	KIDS PLACE
75754514		16-Jul-99	KIDS PLACE
75756618		21-Jul-99	CAFE CREMES
75757505		22-Jul-99	NABISCO KIDS WORLD
75757587		22-Jul-99	KIDS WORLD
75757590		22-Jul-99	NABISCO KIDS WORLD
75770620		5-Aug-99	NABISCO KIDS WORLD
75782022		23-Aug-99	PREMIUM PARTNERS and Design
75805742		22-Sep-99	CHOOSE YOUR TRAIL
75807067		23-Sep-99	PLANTERS CASHWES CRUNCH
75814633		4-Oct-99	TLL TAKE YOU TO THE GAME
75814651		4-Oct-99	OREOS
75840663		3-Nov-99	Misc. Design (Bear Design with One Arm Raised)
75852284		17-Nov-99	SWEET ROASTS
75895210		12-Jan-00	POP 'N SNACK
75910170		26-Jan-00	A.1. ROLLING STEAK HOUSE
75910172		26-Jan-00	A.1. ROLLING STEAK HOUSE
75910173		26-Jan-00	A.1. ROLLING STEAK HOUSE
75910263		27-Jan-00	KICKERZ
75910264		27-Jan-00	NUTTY DOUBLES
75915499		2-Feb-00	Skate Design
75915600		2-Feb-00	Racket Design
75920519		7-Feb-00	CANDYSTAND
75920554		7-Feb-00	PLANTERS PEANUT BAR BITES
75925375		9-Feb-00	Basketball Design
75925378		9-Feb-00	Baseball Mitt Design
75925379		9-Feb-00	Soccer Ball Design
75930132		11-Feb-00	NUTRADINT PLUS

App No	Reg No	Filed	Trademark
75/930397		14-Feb-00 KID CITY	
75/930398		14-Feb-00 KID CITY	
75/930402		14-Feb-00 KID LAND	
75/930403		14-Feb-00 KID LAND	
75/930506		15-Feb-00 SIDELINE	
75/930507		15-Feb-00 SIDELINE	
75/950179		28-Feb-00 SNACK SACKS	
75/950361		28-Feb-00 HONEY MAID GRAHAM'S SMORES	
75/950587		1-Mar-00 LIVE WELL SNACK WELL	
75/950584		10-Mar-00 NABISCO DELIVERS	
75/950585		10-Mar-00 NABISCO DELIVERS	
75/950586		10-Mar-00 SHOPPER DNA	
75/950587		10-Mar-00 SHOPPER DNA	
75/950590		10-Mar-00 SYNERGY	
75/950591		10-Mar-00 SYNERGY	
75/950598		10-Mar-00 RETAIL EDGE	
75/950599		10-Mar-00 RETAIL EDGE	
76/140379		10-Oct-00 Circular Design	
76/140522		10-Oct-00 LIFE SAVERS Circular Design	
76/140566		16-Oct-00 SW Design II (3-D Cootie)	
76/140581		16-Oct-00 SW Design I (SW Stylized)	
76/233384		30-Mar-01 Wedge of Cheese Character	
76/260338		6-Jun-01 I'LL TAKE YOU TO THE GAME	
76/260339		6-Jun-01 Corn Character	
76/006106		28-Apr-00 BROUGHT TO YOU BY THE OUT THERE TASTE AND CRUNCH OF CORNNUT	
78/007064		5-May-00 GET THE NUTS TOGETHER FOR THE HOLIDAYS	
78/007243		8-May-00 KOOL STUF HAPPENS	
78/008752		18-May-00 FUNKADELIC	
78/009655		24-May-00 A COZY LITTLE PLACE IN YOUR DAY	
78/009656		24-May-00 GET THE NUTS TOGETHER	
78/009657		24-May-00 GET THE NUTS TOGETHER	
78/012523		13-Jun-00 MISTEE SALTY Character Design	
78/012519		15-Jun-00 TRADITION YOU CAN TASTE	
78/013156		19-Jun-00 MEGA-DUALS	
78/014053		22-Jun-00 Burger Character with Striped Hat	
78/014054		22-Jun-00 Burger Character with Bowler Hat	
78/014055		22-Jun-00 Burger Character with Dotted Hat	
78/017324		19-Jul-00 Strawberry in the Splash of Cream Design	
78/017325		19-Jul-00 Orange n the Splash of Cream Design	
78/017326		19-Jul-00 Candy Design	
78/017327		19-Jul-00 Chocolate in the Splash of Cream Design	
78/018277		25-Jul-00 CORN GONE WRONG	
78/018278		25-Jul-00 IN SEVEN MEAN FLAVORS	
78/018361		25-Jul-00 BEECHNUT	
78/018772		28-Jul-00 BEECHNUT QUALITY Design	
78/018773		28-Jul-00 TID-BITS	
78/019106		2-Aug-00 BOOMERANG	
78/019893		7-Aug-00 RED BOX	
78/020164		8-Aug-00 RITZ CRISPS	
78/020165		8-Aug-00 WHEAT THINS CRISPS	
78/020167		8-Aug-00 CHEESE NIPS CRISPS	
78/021185		14-Aug-00 TROLLIO'S	
78/023604		29-Aug-00 PEACHIE-O'S	
78/024172		1-Sep-00 NUT MATES	
78/024174		1-Sep-00 NUT CRISPS	
78/025047		11-Sep-00 CANDY-BLASTS	
78/025035		14-Sep-00 WACKYFACES	
78/025036		14-Sep-00 JUMBLERS	

App No	Reg No	Filed	Trademark
78/025937		14-Sep-00	GAMESTERS
78/025338		14-Sep-00	Dog with Fork Design
78/026339		14-Sep-00	Dog with Arms Out Design
78/026007		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/026008		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/026009		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/026010		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/026011		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/026012		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/027579		25-Sep-00	WIN THE HOLE THING
78/027680		25-Sep-00	WIN THE HOLE THING
78/027681		25-Sep-00	PLAY BALL
78/027682		25-Sep-00	DIZZY DINOS
78/028351		29-Sep-00	FUNMAKERS
78/028654		2-Oct-00	SNACKALERT
78/033438		2-Nov-00	A.1. STEAKHOUSE
78/033835		3-Nov-00	NABISCO
78/033836		3-Nov-00	NABISCO w/Triangle and Colophon
78/035009		13-Nov-00	BLUEBERRY BLASTOFFS
78/035010		13-Nov-00	MELON'S
78/035054		13-Nov-00	LIFE SAVERS GUMMIES
78/035055		13-Nov-00	SURPRISINGLY HARD-CORE CORN SNACKS IN SEVEN MEAN FLAVORS
78/036234		21-Nov-00	THEY GOT THE MOVES
78/037018		29-Nov-00	CHIPS AHOY!
78/037437		1-Dec-00	MILK CHANGERS
78/038311		7-Dec-00	STRAWBERRY SEAS
78/038737		11-Dec-00	FUN IN A CAN
78/039019		12-Dec-00	GRAB SOME
78/039333		14-Dec-00	AMERICA'S FAVORITE COOKIE
78/039668		18-Dec-00	MORE MMM...IN THE MIDDLE
78/039669		18-Dec-00	MORE CHEESE TO PLEASE
78/041358		2-Jan-01	BEEF STEAKS
78/041359		2-Jan-01	CHICKEN DRUMSTIX
78/042211		8-Jan-01	VALENTINE PALS
78/042610		10-Jan-01	BAKER'S PRIDE
78/042751		11-Jan-01	BACON WRAPPERS
78/045601		30-Jan-01	CRAZY CARS
78/045602		30-Jan-01	ALIENS & SAUCERS
78/046239		2-Feb-01	GO-PAKS
78/046239		2-Feb-01	GO-PAKS
78/047305		8-Feb-01	ADVENTURE IN EVERY BITE
78/047966		12-Feb-01	NABISCO KIDS
78/047967		12-Feb-01	NABISCO KIDS
78/048064		13-Feb-01	LIFE SAVERS SALVAVIDAS
78/048065		13-Feb-01	SALVAVIDAS
78/049016		23-Feb-01	LOVE 'EM ALL YOU WANT
78/054317		21-Mar-01	EXTREME WAVE FRUIT ROLLS
78/057954		11-Apr-01	SPOOKY SNACKS
78/064156		17-May-01	JUICERS
78/066554		31-May-01	PREMIUM GOLD
78/067957		7-Jun-01	BEARWICHES
78/069003		13-Jun-01	DENTASNAKES
78/072062		2-Jul-01	GO-PAKS
78/072491		5-Jul-01	MILK-BOHE (Stylized)

PENDING APPLICATIONS

SCHEDULE A

App No	Reg No	Filed	Trademark
74/564574		23-Aug-94	TANGY FRUITS
75/03397		19-May-97	RELAX GO NUTS
75/025631		17-Jul-97	GO NUTS
75/039088		11-Aug-97	FAMOUS
75/425377		29-Jan-98	JUICERS
75/425805		29-Jan-98	BREATH SAVERS INTENSE MINI-MINTS
75/435437		17-Feb-98	SIDEWINDERS
75/477231		30-Apr-98	BREATH SAVERS LONGEST KISS CHALLENGE
75/477232		30-Apr-98	BREATH SAVERS THE WORLD'S LONGEST KISS CHALLENGE
75/481439		8-May-98	SMART
75/503596		16-Jun-98	ROCK & SKATE
75/510470		26-Jun-98	SIDEWINDERS SIDE BY SIDE
75/518019		9-Jul-98	GUMMI DUO HEARTS
75/524697		20-Jul-98	MISTERSALTY Character Device
75/566811		2-Nov-98	COOKIE MALLOW'S
75/597219		30-Nov-98	PACKS 2 GO!
75/613740		30-Dec-98	SUPER FUDGE BLAST
75/616027		5-Jan-99	COOKIE TV
75/639811		12-Feb-99	SO CUTE, YOU COULD EAT 'EM UP
75/642060		17-Feb-99	STRIPED SHORTBREAD
75/644332		18-Feb-99	100% REAL CHEESE TASTE EXPLOSION
75/655159		8-Mar-99	SNACK MALLOW'S
75/655168		8-Mar-99	SNACKIN' MALLOW'S
75/679072		9-Apr-99	MOMENTABLE MOMENTS
75/702709		11-May-99	TO YOUR HEALTH!
75/707659		11-May-99	HOT DOGS
75/708157		17-May-99	LIFE SAVER
75/733635		22-Jun-99	SEASONUTS
75/751666		15-Jul-99	KIDS SPOT
75/751758		15-Jul-99	KIDS SPOT
75/754513		16-Jul-99	KIDS PLACE
75/754514		16-Jul-99	KIDS PLACE
75/756918		21-Jul-99	CAFE CREMES
75/757855		22-Jul-99	NABISCO KIDS WORLD
75/757857		22-Jul-99	KIDS WORLD
75/757858		22-Jul-99	NABISCO KIDS WORLD
75/770620		5-Aug-99	NABISCO KIDS WORLD
75/782022		23-Aug-99	PREMIUM PARTNERS and Design
75/805742		23-Sep-99	CHOOSE YOUR TRAIL
75/807067		23-Sep-99	PLANTERS CASHEWS CRUNCH
75/814533		4-Oct-99	I'LL TAKE YOU TO THE GAME
75/814541		4-Oct-99	OREOS
75/840653		3-Nov-99	Misc. Design (Bear Design with One Arm Raised)
75/852284		17-Nov-99	SWEET FOASTS
75/895210		12-Jan-00	POP 'N SNACK
75/910170		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910172		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910173		26-Jan-00	A.1. ROLLING STEAK HOUSE
75/910253		27-Jan-00	KICKERZ
75/910254		27-Jan-00	NUTTY DOUBLES
75/915480		2-Feb-00	Skate Design
75/915500		2-Feb-00	Racket Design
75/920519		7-Feb-00	CANDYSTAND
75/920554		7-Feb-00	PLANTERS PEANUT BAR BITES
75/925375		9-Feb-00	Basketball Design
75/925376		9-Feb-00	Baseball Mfr Design
75/925379		9-Feb-00	Soccer Ball Design
75/930162		11-Feb-00	NUTRAJUNT PLUS

App No	Reg No	Filed	Trademark
75/930397		14-Feb-00 KID CITY	
75/930398		14-Feb-00 KID CITY	
75/930402		14-Feb-00 KID LAND	
75/930403		14-Feb-00 KID LAND	
75/935156		15-Feb-00 SIDELINE	
75/935157		15-Feb-00 SIDELINE	
75/950179		28-Feb-00 SNACK SACKS	
75/950361		29-Feb-00 HONEYMAID GRAHAM'S STORIES	
75/950697		1-Mar-00 LIVE WELL, SNACK WELL	
75/955684		10-Mar-00 NABISCO DELIVERS	
75/955685		10-Mar-00 NABISCO DELIVERS	
75/955686		10-Mar-00 SHOPPER DNA	
75/955687		10-Mar-00 SHOPPER DNA	
75/955688		10-Mar-00 SYNERGY	
75/955689		10-Mar-00 SYNERGY	
75/955690		10-Mar-00 SYNERGY	
75/955691		10-Mar-00 SYNERGY	
75/955698		10-Mar-00 RETAIL EDGE	
75/955699		10-Mar-00 RETAIL EDGE	
76/144379		10-Oct-00 Circular Design	
76/145722		10-Oct-00 LIFE SAVERS Circular Design	
76/148566		16-Oct-00 SW Design II (3-D Cooke)	
76/148561		16-Oct-00 SW Design I (SW Stylized)	
76/233994		30-Mar-01 Wedge of Cheese Character	
76/266538		6-Jun-01 I'LL TAKE YOU TO THE GAME	
76/266539		6-Jun-01 Corn Character	
78/006136		28-Apr-00 BROUGHT TO YOU BY THE OUT THERE TASTE AND CRUNCH OF CORNNUT	
78/007034		5-May-00 GET THE NUTS TOGETHER FOR THE HOLIDAYS	
78/007243		8-May-00 KOOL STUF HAPPENS	
78/008752		18-May-00 FUNKACELLIC	
78/008655		24-May-00 A COZYLITTLE PLACE IN YOUR DAY	
78/008656		24-May-00 GET THE NUTS TOGETHER	
78/008657		24-May-00 GET THE NUTS TOGETHER	
78/012523		13-Jun-00 MISTERSALTY Character Design	
78/012919		15-Jun-00 TRADITION YOU CAN TASTE	
78/013356		19-Jun-00 MEGA-DUALS	
78/014053		22-Jun-00 Burger Character with Striped Hat	
78/014054		22-Jun-00 Burger Character with Bowler Hat	
78/014055		22-Jun-00 Burger Character with Dotted Hat	
78/017324		19-Jul-00 Strawberry in the Splash of Cream Design	
78/017325		19-Jul-00 Orange in the Splash of Cream Design	
78/017326		19-Jul-00 Candy Design	
78/017327		19-Jul-00 Chocolate in the Splash of Cream Design	
78/018277		25-Jul-00 CORN GONE WRONG	
78/018278		25-Jul-00 IN SEVEN MEAN FLAVORS	
78/018331		25-Jul-00 BEECH-NUT	
78/018772		28-Jul-00 BEECH-NUT QUALITY Design	
78/018773		28-Jul-00 TID-BITS	
78/019436		2-Aug-00 BOOMERANG	
78/019933		7-Aug-00 RED BOX	
78/020134		8-Aug-00 RITZ CRISPS	
78/020135		8-Aug-00 WHEAT THINS CRISPS	
78/020137		8-Aug-00 CHEESE NIPS CRISPS	
78/021135		14-Aug-00 TROLLI-O'S	
78/023534		29-Aug-00 PEACHIE-O'S	
78/024172		1-Sep-00 NUT MA-ES	
78/024174		1-Sep-00 NUT CRISPS	
78/025317		11-Sep-00 CANDY BLASTS	
78/025935		14-Sep-00 WACKY FACES	
78/025936		14-Sep-00 JUMBLERS	

App No	Reg No	Filed	Trademark
78/025337		14-Sep-00	GAMMISTERS
78/025338		14-Sep-00	Dog with Fork Design
78/025339		14-Sep-00	Dog with Arms Out Design
78/025807		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/025808		20-Sep-00	GET THE NUTS TOGETHER FOR THE BIG GAME
78/025809		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/025810		20-Sep-00	GET THE NUTS TOGETHER FOR A SPRING VACATION
78/025811		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/025812		20-Sep-00	GET THE NUTS TOGETHER FOR THE TAILGATE
78/027579		25-Sep-00	WIN THE HOLE THING
78/027580		25-Sep-00	WIN THE HOLE THING
78/027581		25-Sep-00	PLAY BALL
78/027582		25-Sep-00	DIZZY DINOS
78/028331		29-Sep-00	FUNMAKERS
78/028654		2-Oct-00	SNACK ALERT
78/033835		2-Nov-00	A1 STEAKHOUSE
78/033836		3-Nov-00	NABISCO
78/033837		3-Nov-00	NABISCO w/Triangle and Colophon
78/033838		13-Nov-00	BLUEBERRY BLASTOFFS
78/033839		13-Nov-00	MELONS
78/033840		13-Nov-00	LIFE SAVERS GUMMIES
78/033841		13-Nov-00	SURPRISINGLY HARD CORE CORN SNACKS IN SEVEN MEAN FLAVORS
78/033842		21-Nov-00	THEY GOT THE MOVES
78/033843		29-Nov-00	CHIPS AHOY!
78/033844		1-Dec-00	MILK CHANGERS
78/033845		7-Dec-00	STRAWBERRY SEAS
78/033846		11-Dec-00	FUN IN A CAN
78/033847		12-Dec-00	GRAB SOME
78/033848		14-Dec-00	AMERICA'S FAVORITE COOKIE
78/033849		18-Dec-00	MORE MMM...IN THE MIDDLE
78/033850		18-Dec-00	MORE CHEESE TO PLEASE
78/041358		2-Jan-01	BEEF STEAKS
78/041359		2-Jan-01	CHICKEN DRUMSTIX
78/042211		8-Jan-01	VALENTINE PALS
78/042610		10-Jan-01	BAKER'S PRIDE
78/042751		11-Jan-01	CRAZY CARS
78/045601		30-Jan-01	ALIENS & SAUCERS
78/045602		30-Jan-01	ALIENS & SAUCERS
78/046289		2-Feb-01	GO-PAKS
78/046291		2-Feb-01	GO-PAKS
78/047395		6-Feb-01	ADVENTURE IN EVERY BITE
78/047656		12-Feb-01	NABISCO KIDS
78/047657		12-Feb-01	NABISCO KIDS
78/048084		13-Feb-01	LIFE SAVERS SALVAVIDAS
78/048085		23-Feb-01	LOVE 'EM ALL YOU WANT
78/049936		21-Mar-01	EXTREME WAVE FRUIT ROLLS
78/054217		11-Apr-01	SPOOKY SNACKS
78/057934		17-May-01	JUICERS
78/066694		31-May-01	PREMIUM GOLD
78/067997		7-Jun-01	BEARWICHES
78/069003		13-Jun-01	DENTASNACKS
78/072062		2-Jul-01	GO-PAKS
78/072491		5-Jul-01	MILK-BONE (Swized)

REGISTRATIONS

SCHEDULE E

Reg No	Date	Trademark
2480967	21-Aug-01	BRITECCTOPUS
2491448	18-Sep-01	BACON & CHEESERS
2495259	9-Oct-01	CHEEZ MANIA
2481836	28-Aug-01	Miscellaneous Design (ear with Arms at Side)
2486878	11-Sep-01	NEUTRAZIN
2489310	11-Sep-01	THE CREAMIEST, DREAMIEST LIFE SAVERS YET
2489703	11-Sep-01	SWEET & NUTTY
2491032	18-Sep-01	CRYSTAL CRAZE
2493136	25-Sep-01	THE REFRESHING FLAVORS OF LIFE
2493137	25-Sep-01	LIFE SAVERS THE REFRESHING FLAVORS OF LIFE

REGISTRATIONS

SCHEDULE B

Reg No	Date	Trademark
2480967	21-Aug-01	BRITEOCTOPUS
2491448	18-Sep-01	BACON & CHEESERS
2495259	9-Oct-01	CHEER MANIA
2481836	28-Aug-01	Miscellaneous Design (Bear with Arms at Side)
2486678	11-Sep-01	NEUTRAZIN
2489310	11-Sep-01	THE CREAMIEST, DREAMIEST LIFE SAVERS YET
2489703	11-Sep-01	SWEET & NUTTY
2491032	18-Sep-01	CRYSTAL CRAZE
2493136	25-Sep-01	THE REFRESHING FLAVORS OF LIFE
2493137	25-Sep-01	LIFE SAVERS. THE REFRESHING FLAVORS OF LIFE.

FITCH, EVEN, TABIN & FLANNERY
ATTORNEYS-AND COUNSELLORS AT LAW

Established in 1859

SUITE 1800 - 130 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60603-3406
TELEPHONE (312) 577-7000
FACSIMILE (312) 577-7007

CALIFORNIA OFFICE
SUITE 510 - 4250 EXECUTIVE SQUARE
SAN DIEGO, CALIFORNIA 92121-5105
TELEPHONE (619) 551-1311

WASHINGTON, D.C. OFFICE
SUITE 200 - 1000 K STREET, N.W.
WASHINGTON, D.C. 20006-1201
TELEPHONE (202) 419-7000

COLORADO OFFICE
SUITE 213 - 1942 BROADWAY
BOULDER, COLORADO 80302
TELEPHONE (303) 442-6966

November 16, 2001

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513
BOX ITU FEE

RE: Statement of Use

Trademark: AMERICA'S FAVORITE COOKIE

Serial No: 78/039333

Applicant: Kraft Foods Holdings, Inc.

Our File: 7453-72139

Dear Sir:

We enclose the Statement of Use of Kraft Foods Holdings, Inc. for the service mark AMERICA'S FAVORITE COOKIE along with a copy of the certificate of merger. The certificate of merger is provided merely for convenience as it is being separately submitted for recordation concurrent with this filing.

The Commissioner is hereby authorized to charge any fees which may be required in this proceeding during its entire pendency to Deposit Account No. 11-1650.

Very truly yours,

FITCH, EVEN, TABIN & FLANNERY


Joseph T. Nabor

EXHIBIT B

BRUCE R. MANSFIELD
JOHN E. LUGG
RICHARD E. WAPZNIAK*
CHARLES WILLIAM PETERSON, JR.*
KATHLEEN ANN KAY
ANDREW A. COLTON*
ROMI N. BOSE
STEVEN G. PARMELEE
CHRISTOPHER E. GEORGE*
SCOTT J. MARGRINI*
PAMELA L. STEVART
SANDRA A. SCARO
RUDY KRATZ
RAMON R. HOGG*
JAMES M. FREELAND*
DONNA E. BECKER
PATENT AGENTS
ERIC J. WHITESELL
KURT J. FUGMAN
JOSEPH A. WICKENSTORSE
LUIA I. SARDINO*
OF COUNSEL
THOMAS F. LEBINS*
*NOT ADMITTED TO PRACTICE IN ILLINOIS

**TRADEMARK/SERVICE MARK ALLEGATION OF USE (Statement of Use/
Amendment to Allege Use) (15 U.S.C. § 1051 (c) or (d))**

To the Assistant Commissioner for Trademarks

TRADEMARK/SERVICE MARK INFORMATION

<Mark> AMERICA'S FAVORITE COOKIE
<Serial Number> 78/099333

APPLICANT INFORMATION

<Name> Kraft Foods Holdings, Inc.
<Street> Three Lakes Drive
<City> Northfield
<State> Illinois
<Country> U.S.A.
<Zip/Postal Code> 60093

NOTICE OF ALLOWANCE INFORMATION

<Notice of Allowance> Enter YES if you are filing the Allegation of Use after a Notice of Allowance has issued. If not, enter NO. ☐ no

GOODS AND/OR SERVICES INFORMATION

<All Goods and/or Services in Application/Notice of Allowance> The owner is using the mark in connection with all goods and/or services listed in the application or Notice of Allowance. If not, list in the next section the goods and/or services not in use to be deleted.

<Goods and/or Services Not in Use to be Deleted> In the following space, list only those goods and/or services (and/or entire clause(s)) appearing in the application or Notice of Allowance for which the owner is not using the mark in commerce. LEAVE THIS SPACE BLANK IF THE OWNER IS USING THE MARK ON OR IN CONNECTION WITH ALL THE GOODS AND/OR SERVICES LISTED IN THE APPLICATION OR NOTICE OF ALLOWANCE.

USE INFORMATION

<Date of First Use Anywhere> 02/01/98
<Date of First Use in Commerce> 02/01/98

OPTIONAL - REQUEST TO DIVIDE INFORMATION

<Request to Divide> Enter YES if you are submitting a request to divide with this document. If not, enter NO.

PTO FORM 1531 (REV. 07/98)
OAS Control No. 9811-0007 (Rev. 4/31/2001)
U.S. DEPARTMENT OF COMMERCE/Patent and Trademark Office
There is no requirement to respond to the notices of information unless a currently valid OAS number is displayed.

\$100.00	<Number of "Assets">	1	= <Total Fees Paid>	\$0.00
----------	----------------------	---	---------------------	--------

The U.S. Patent and Trademark Office is hereby authorized to charge any fees or credit any overpayments to Deposit Account No.

Applicant requests registration of the above-indicated trademark/service mark in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (U.S.C. §1061 et seq., as amended). Applicant is the owner of the mark sought to be registered, and is using the mark in commerce on or in connection with the goods/services identified above, as evidenced by the attached specimen(s) showing the mark as currently used in commerce.

(You MUST ATTACH A SPECIMEN showing the mark as currently used in commerce for at least one product or service in each international class covered)

The undersigned being hereby warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements and the like may jeopardize the validity of this document, declares that he/she is properly authorized to execute this document or behalf of the Owner; and all statements made of his/her own knowledge are true and that all statements made on information and belief are believed to be true. —

Simabura

<Date Signed> 11/2/01

<Name> Douglas, Cherry

Douglas C. Miller
Attorney for Applicant

<CONTACT INFORMATION>

<Name>	Douglas Cherry
--------	----------------

<Company/Firm Name> Kraft Foods Holdings, Inc.

Three Lakes Drive

Northfield
<City>

Illinois & State

U.S.A.

60093
<Zip/Postal Code>847-646-2000
<Telephone Number>

<Fax Number> 847-646-4431

<c-Mail Address>
dcherry@kraft.com

<CERTIFICATE OF MAILING> - Recommended to avoid lateness due to mail delay.

I certify that the foregoing is being deposited with the United States Postal Service as first class mail, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on _____.

<Date of Deposit> 11/11/01

Signature _____

<Name> Joseph T. Nabor

The information collected on the form allows us to demonstrate that it has been used in the market in compliance with the law on the basis of at least one use for research, reviews or the request for information are required to submit the benefit of a representative in the Principal in Supplemental Registry. 15 U.S.C. §§ 161 (c) (4) and 27 C.F.R. Part 2. All information received will be made public (after gathering and providing the information will require as required detailed analysis). Please have been requested to submit information as required by the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, Washington DC 20591. Please note that the PTO may not continue to present a demonstration of information using a form that does not contain the information required by the law.

FORM PTOL-16 SB
Rev. 06-30-95
CUB 3-951-0027

Page 2

U.S. Department of
Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 312-571-7000

Name Joseph T. Nazor
Address (line 1) Fitch, Even, Tabin & Flannery
Address (line 2) 120 South LaSalle Street, Suite 1600
Address (line 4) Chicago, Illinois 60603

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 11

Trademark Application Number(s) or Registration Number(s) [X] Mark if additional numbers attached.
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)		Registration Number(s)	
Attached List A		Attached List B	

Number of Properties

Enter the total number of properties involved. # 180

Fee Amount

Fee Amount for Properties Listed 37 CFR 3.41): \$ 4515.00

Method of Payment: Enclosed [] Deposit Account [X]
(Enter 'or' payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 11-1650

Authorization to charge additional fees: Yes [X] No []

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF

"KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3123106 8:00M

AUTHENTICATION: 1275385

010375837

DATE: 08-02-01

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor

Name of Person Signing



Signature

11/06/01

Date Signed

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor

Name of Person Signing



Signature

11/06/01

Date Signed

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF
"KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D.
2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF
JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3123106 8100M

AUTHENTICATION: 1275385

010375837

DATE: 08-02-01



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 07/27/2001
DOVER, DE - 3121106

CERTIFICATE OF MERGER

OF

NABISCO BRANDS COMPANY,

NABISCO MUSIC VENTURES, INC. AND

NABISCO MUSIC PUBLISHERS, INC.

INTO

KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the

General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein certified are:

- (a) Nabisco Brands Company, which is incorporated under the laws of the State of Delaware;
- (b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the State of Delaware;
- (c) Nabisco Music Publishers, Inc., which is incorporated under the laws of the State of Delaware; and
- (d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kraft Foods Holdings, Inc.

CH0000302114-1

FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: July 27, 2001

KRAFT FOODS HOLDINGS, INC.

By: /s/Robert L. Herst
Name: Robert L. Herst
Title: Vice President

CHIDOC5-0002114 v1

2

Recording of Certificate of Merger
from Nabisco Brands Company to Kraft Foods Holdings, Inc.
Encs. (Recordation Cover Sheet, List of Applications & Registrations & Certificate of
Merger)

JTN/gjm
11/06/01
7453-72139, 7454-72140, 7455-72141, 7456-72335, 7456-72142, 7457-72143,
7458-72144, 7459-72145

Hon. Commissioner of Patents and Trademarks

Sir: Please acknowledge receipt of the above-identified documents by
applying the Patent and Trademark Office receipt stamp hereto and
mailing this card.

Respectfully,

FTCH, EVEN, TABIN & FLANNERY

Recording of Certificate of Merger
from Nabisco Brands Company to Kraft Foods Holdings, Inc.
Encs. (Recordation Cover Sheet, List of Applications & Registrations & Certificate of
Merger)

JTN/gjm
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Respectfully,

FITCH, EVEN, TABIN & FLANNERY

UNITED STATES PATENT AND TRADEMARK OFFICE

SERIAL NO. 78/039333		APPLICANT Nabisco Brands Company		PAPER NO.	
MARK AMERICA'S FAVORITE COOKIE					
ADDRESS Kathleen J. Gallagher, Esq. NABISCO BRANDS COMPANY 100 SPEAR ST STE 1630 SAN FRANCISCO CA 94105-1571		ACTION NO. 01		ADDRESS: Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-5513 www.uspto.gov If no fees are enclosed, the address should include the words "Box Responses - No fee."	
FORM PTO-1525 (5-90)		U.S. DEPT. OF COMM. & TM OFFICE		MAILING DATE 05/21/01	
				REF. NO.	
Please provide in all correspondence: 1. Filing Date, serial number, mark and Applicant's name. 2. Mailing date of this Office action. 3. Examining Attorney's name and Law Office number. 4. Your telephone number and ZIP code.					

A PROPER RESPONSE TO THIS OFFICE ACTION MUST BE RECEIVED WITHIN 6 MONTHS FROM THE DATE OF THIS ACTION IN ORDER TO AVOID ABANDONMENT.
 For your convenience and to ensure proper handling of your response, a label has been enclosed. Please attach it to the upper right corner of your response. If the label is not enclosed, print or type the Trademark Law Office No., Serial No., and Mark in the upper right corner of your response.

RE: Serial Number: 78/039333 AMERICA'S FAVORITE COOKIE

The assigned examining attorney has reviewed the referenced application and determined the following.

NO CONFLICTING MARKS

The examining attorney has searched the Office records and has found no similar registered or pending mark which would bar registration under Trademark Act Section 2(d), 15 U.S.C. Section 1052(d). TMEP section 1105.01.

MERELY DESCRIPTIVE

The examining attorney refuses registration on the Principal Register because the proposed mark is merely descriptive of the identified goods. Trademark Act Section 2(e)(1), 15 U.S.C. Section 1052(e)(1); TMEP section 1209 et seq. A mark is merely descriptive under Trademark Act Section 2(e)(1), 15 U.S.C. 1052(e)(1), if it describes an ingredient, quality, characteristic, function, feature, purpose or use of the relevant goods. *In re Gynlap*, 820 F.2d 1216, 3 USPQ2d 1009 (Fed. Cir. 1987); *In re Bed & Breakfast Registry*, 791 F.2d 157, 229 USPQ 818 (Fed. Cir. 1986); *In re MetPath Inc.*, 223 USPQ 88 (TTAB 1984); *In re Bright-Crest, Ltd.*, 204 USPQ 591 (TTAB 1979); TMEP section 1209.01(b).

The applicant seeks registration of the mark AMERICA'S FAVORITE COOKIE for use with "cookies." The wording AMERICA'S FAVORITE is a laudatory expression accompanied by the

generic name of the goods. Laudatory terms, those which attribute quality or excellence to goods or services, are equivalent to other descriptive terms under Trademark Act Section 2(e)(1), 15 U.S.C. Section 1052(e)(1). That is, laudatory terms are nondistinctive and unregistrable without proof of acquired distinctiveness. *Exquisite Form Industries, Inc. v. Exquisite Fabrics of London*, 378 F. Supp. 403, 183 USPQ 666 (S.D.N.Y. 1974) (EXQUISITE); *In re Ervin*, 1 USPQ2d 1665 (TTAB 1986) (THE ORIGINAL); *In re Inter-State Oil Co.*, 219 USPQ 1229 (TTAB 1983) (PREFERRED); *In re Royal Viking Line AS*, 216 USPQ 795 (TTAB 1982) (WORLD CLASS); *In re Wileswood, Inc.*, 211 USPQ 400 (TTAB 1978) (AMERICA'S BEST POPCORN! and AMERICA'S FAVORITE POPCORN!). Consequently, the mark is unregistrable on the Principal Register without a showing of acquired distinctiveness.

Supplemental Register

Although the examining attorney has refused registration on the Principal Register, the applicant may amend the application to seek registration on the Supplemental Register. Trademark Act Section 23, 15 U.S.C. Section 1091; 37 C.F.R. Sections 2.47 and 2.75(a); TMEP sections 202.02(b) and 1115.

Please note that the mark in an application under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b), is not eligible for registration on the Supplemental Register until an acceptable amendment to allege use under 37 C.F.R. Section 2.76 or statement of use under 37 C.F.R. Section 2.88 has been timely filed. 37 C.F.R. Section 2.47(c); TMEP section 1103.01(a)(vii). When such an application is changed from the Principal Register to the Supplemental Register, the effective filing date of the application is the date of filing of the allegation of use. 37 C.F.R. Section 2.75(b); TMEP section 708.01.

INFORMALITY

If the applicant chooses to respond to the refusal to register, the applicant must also respond to the following informality.

Ownership of Prior Registration

If the applicant is the owner of Registration No. 2149887, the applicant must submit a claim of ownership. 37 C.F.R. Section 2.36; TMEP section 812.

APPLICANT'S RESPONSE

Although the examining attorney has refused registration, the applicant may respond to the refusal to register by submitting evidence and arguments in support of registration. If the applicant chooses to respond to the refusal to register, the applicant must also respond to the informality.

If the applicant has any questions or needs assistance in responding to this Office action, please telephone the assigned examining attorney.



Karla Perkins
Trademark Examining Attorney
Law Office 02
703-308-9102 X169
Karla.Perkins@uspto.gov

*** User: kperkins *** Serial Number: 75222072 * 5/18/01 8:25:53 PM ***

[Typed Drawing]

Mark AMERICA'S FAVORITE CHOCOLATE CHIP COOKIE!

Pseudo Mark

AMERICAS FAVORITE CHOCOLATE CHIP COOKIE

Goods and Services

IC 030. US 046. G & S: cookies. FIRST USE: 19960400. FIRST USE IN
COMMERCE: 19960400

Mark Drawing Code

(1) TYPED DRAWING

Serial Number

75222072

Filing Date

January 8, 1997

Filed ITU

FILED AS ITU

Supplemental Register Date

January 20, 1998

Registration Number

2149887

Registration Date

April 7, 1998

Owner Name and Address

(REGISTRANT) Nabisco Brands Company CORPORATION DELAWARE One South Wacker
Drive, Suite 2740 Chicago ILLINOIS 60606

Type of Mark

TRADEMARK

Register

SUPPLEMENTAL

Live Dead Indicator

LIVE

Attorney of Record

KATHLEEN J GALLAGHER

*** Search: 1 *** Document Number: 1 ***

NAME Nabisco Brands Company
STREET 1105 North Market Street, Suite 803
CITY Wilmington
STATE DE
COUNTRY USA
ZIP/POSTAL CODE 19801
TELEPHONE NUMBER (415) 547-1980
FAX NUMBER (415) 547-1988
E-MAIL ADDRESS gallagherk@nabisco.com
AUTHORIZE E-MAIL COMMUNICATION Yes
CORPORATION: Delaware
STATE/COUNTRY OF INCORPORATION
MARK AMERICA'S FAVORITE COOKIE
TYPED FORM Yes
INTENT TO USE: SECTION 1(b) Yes
INTERNATIONAL CLASS NUMBER 030
LISTING OF GOODS AND/OR SERVICES Cookies
NAME Kathleen J. Gallagher, Esq.
STREET 100 Spear Street, Suite 1630
CITY San Francisco
STATE CA
COUNTRY USA
ZIP/POSTAL CODE 94105
E-MAIL ADDRESS gallagherk@nabisco.com
AUTHORIZE E-MAIL COMMUNICATION Yes

78039333

eTeas Trademark/Service Mark Applicant

FIRM NAME Nabisco Brands Company

TELEPHONE NUMBER (415) 547-1980

FAX NUMBER (415) 547-1988

TOTAL FEES PAID 325

NUMBER OF CLASSES PAID 1

NUMBER OF CLASSES 1

DEPOSIT ACCOUNT NUMBER 140060

NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY Kathleen J. Gallagher, Esq.

COMPANY/FIRM NAME Nabisco Brands Company

E-MAIL ADDRESS FOR CORRESPONDENCE gallagherk@nabisco.com

SIGNATURE /Kathleen J. Gallagher/

DATE 12/14/2000

NAME Kathleen J. Gallagher, Esq.

TITLE President

LINE Kathleen J. Gallagher, Esq.

LINE Nabisco Brands Company

LINE 100 Spear Street, Suite 1630

LINE San Francisco CA 94105

SERIAL NUMBER 78/039333

INTERNET TRANSMISSION DATE Thursday, 12-14-2000 17:20:25 EST

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gallagherk@nabisco.com

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12/20/2000 1:47 PM

Page 2 of 2

<SERIAL NUMBER> 78039333
<FILING DATE> 2/14/2000

<DOCUMENT INFORMATION>
<TRADEMARK/SERVICEMARK APPLICATION>
<VERSION 1.22>

<APPLICANT INFORMATION>

<NAME> Nabisco Brands Company
<STREET> 1105 North Market Street, Suite 803
<CITY> Wilmington
<STATE> DE
<COUNTRY> USA
<ZIP/POSTAL CODE> 19801
<TELEPHONE NUMBER> (415) 547-1980
<FAX NUMBER> (415) 547-1988
<E-MAIL ADDRESS> gallagherk@nabisco.com
<AUTHORIZE E-MAIL COMMUNICATION> Yes

<APPLICANT ENTITY INFORMATION>

<CORPORATION: STATE/COUNTRY OF INCORPORATION> Delaware

<TRADEMARK/SERVICEMARK INFORMATION>

<MARK> AMERICA'S FAVORITE COOKIE

<TYPED FORM> Yes

* Applicant requests registration of the above-identified trademark/service mark in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. Section 1051 et seq., as amended). *

<BASIS FOR FILING AND GOODS/SERVICES INFORMATION>

<INTENT TO USE: SECTION 1(b)> Yes

* Applicant has a bona fide intention to use or use through a related company the mark in commerce on or in connection with the below-identified goods/services. (15 U.S.C. Section 1051(b), as amended). *

<INTERNATIONAL CLASS NUMBER> 030

<LISTING OF GOODS AND/OR SERVICES> Cookies

<ATTORNEY INFORMATION>

<NAME> Kathleen J. Gallagher, Esq.
<STREET> 100 Spear Street, Suite 1630
<CITY> San Francisco
<STATE> CA
<COUNTRY> USA
<ZIP/POSTAL CODE> 94105
<E-MAIL ADDRESS> gallagherk@nabisco.com

<AUTHORIZE E-MAIL COMMUNICATION> Yes
 <FIRM NAME> Nabisco Brands Company
 <TELEPHONE NUMBER> (415) 547-1980
 <FAX NUMBER> (415) 547-1988

<FEE INFORMATION>

<TOTAL FEES PAID> 325
 <NUMBER OF CLASSES PAID> 1
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<DEPOSIT ACCOUNT INFORMATION>

<DEPOSIT ACCOUNT NUMBER> 140060

* The U.S. Patent and Trademark Office is hereby authorized to charge any fees or credit any overpayments to the deposit account listed above. *

<NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY> Kathleen J. Gallagher, Esq.

<COMPANY/FIRM NAME> Nabisco Brands Company

<LAW OFFICE INFORMATION>

* The USPTO is authorized to communicate with the applicant's attorney at the below e-mail address *

<E-MAIL ADDRESS FOR CORRESPONDENCE> gallagherk@nabisco.com

<SIGNATURE AND OTHER INFORMATION>

* PTO-Application Declaration: The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. Section 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he/she is properly authorized to execute this application on behalf of the applicant; he/she believes the applicant to be the owner of the trademark/service mark sought to be registered, or, if the application is being filed under 15 U.S.C. Section 1051(b), he/she believes applicant to be entitled to use such mark in commerce; to the best of his/her knowledge and belief no other person, firm, corporation, or association has the right to use the mark in commerce, either in the identical form thereof or in such near resemblance thereto as to be likely, when used on or in connection with the goods/services of such other person, to cause confusion, or to cause mistake, or to deceive; and that all statements made of his/her own knowledge are true; and that all statements made on information and belief are believed to be true. *

<SIGNATURE> /Kathleen J. Gallagher/

<DATE> 12/14/2000

<NAME> Kathleen J. Gallagher, Esq.

<TITLE> President

<MAILING ADDRESS>

<LINE> Kathleen J. Gallagher, Esq.
 <LINE> Nabisco Brands Company

<LINE> 100 Spear Street, Suite 1630
<LINE> San Francisco CA 94105

<SERIAL NUMBER INFORMATION>

<SERIAL NUMBER> 78/039333
<INTERNET TRANSMISSION DATE> Thursday, 12-14-2000 17:20:25 EST
<TEAS STAMP>
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E-MAIL ADDRESS FOR ACKNOWLEDGMENT> gallagherk@nabisco.com

<SERIAL NUMBER> 78039333
<FILING DATE> 12/14/2000

<DEPOSIT ACCOUNT INFORMATION>

<DEPOSIT ACCOUNT NUMBER> 140060

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<NAME OF PERSON AUTHORIZING ACCOUNT ACTIVITY> Kathleen J. Gallagher,
Esq.

<COMPANY/FIRM NAME> Nabisco Brands Company

<LAW OFFICE INFORMATION>

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<SIGNATURE>

/Kathleen J. Gallagher/

<DATE> 12/14/2000

Kathleen J. Gallagher, Esq.

President

<NAME>

<TITLE>

Serial Number:
78039333



Internet Transmission Date:
2003/12/14

Filing Date:
2003/12/14

TRADEMARK APPLICATION

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE
FEE RECORD SHEET

TOTAL FEES DUE: \$325

DEPOSIT ACCOUNT NUMBER: 140060



NO OCR



12-14-2000

Drawing Page

Applicant:

Nabisco Brands Company
1105 North Market Street, Suite 803
Wilmington DE USA 19801

Goods and Services:

Cookies.

Mark:

AMERICA'S FAVORITE COOKIE

Serial Number:

78039333



NO CCR



12-14-2000